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ALVORD NO. 19708  
FILED  
NOV 14 1995 12:01 PM  
INTERSTATE COMMERCE COMMISSION

OF COUNSEL  
URBAN A. LESTER

November 14, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) copies of a Memorandum of Lease, dated as of November 17, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

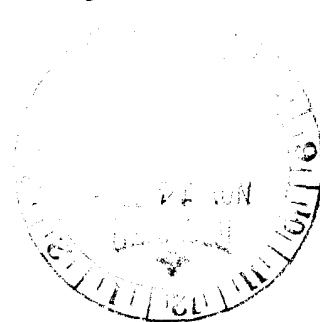
The names and addresses of the parties to the enclosed document are:

Lessor: MetLife Capital, Limited Partnership  
10900 N.E. 4th Street, Suite 500  
Bellevue, Washington 98009

Lessee: Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, Pennsylvania 19101-1425

A description of the railroad equipment covered by the enclosed document is:

Forty (40) GM GP40-2 locomotives CR 3346 through CR 3385, inclusive



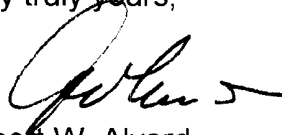
*Handwritten notes:*  
Top: *Alv.*  
Left margin: *Consolidated Rail Corp.*

Mr. Vernon A. Williams  
November 14, 1995  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

19708

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INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF LEASE**

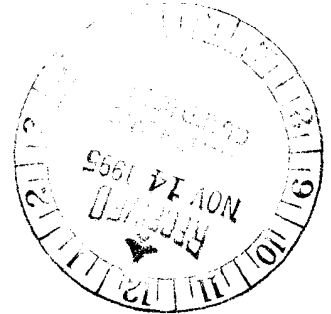
Dated as of November 17, 1995

By and Between

**METLIFE CAPITAL, LIMITED PARTNERSHIP,**  
as Lessor

and

**CONSOLIDATED RAIL CORPORATION,**  
as Lessee



**FILED WITH THE INTERSTATE COMMERCE COMMISSION**  
**PURSUANT TO 49 U.S.C. §11303**  
on November \_\_, 1995 at \_\_:\_\_.m.  
Recordation Number \_\_\_\_\_

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Lease"), dated as of November 17, 1995, is entered into by and between METLIFE CAPITAL, LIMITED PARTNERSHIP, a Delaware limited partnership (hereinafter referred to as "Lessor"), and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (hereinafter referred to as "Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, forty (40) General Motors GP40-2 3000HP Diesel-Electric locomotives numbered CR3346 through CR3385, inclusive, described in the Equipment Lease Agreement and in the Certificates of Acceptance to be executed and delivered by Lessor and Lessee from time to time (hereinafter collectively referred to as the "Units" and singularly referred to as "Unit"), on the terms and conditions stated in that certain Equipment Lease Agreement, dated as of November 17, 1995 (the "Lease"), between Lessor and Lessee.

2. The Lease shall be effective as of the date of the Closing Date (as defined in the Lease) and shall be subject to the Lease Term (as defined therein).

3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease.

IN WITNESS WHEREOF, the parties have caused this Memorandum of Lease to be executed as of the day and year first above written.

LESSEE:

CONSOLIDATED RAIL CORPORATION

By: Thomas J. McGraw  
Name: Thomas J. McGraw  
Title: Director-Finance

LESSOR:

METLIFE CAPITAL, LIMITED PARTNERSHIP

BY: MetLife Capital Corporation,  
its general partner

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**MEMORANDUM OF LEASE**

**THIS MEMORANDUM OF LEASE** (the "Lease"), dated as of November 17, 1995, is entered into by and between METLIFE CAPITAL, LIMITED PARTNERSHIP, a Delaware limited partnership (hereinafter referred to as "Lessor"), and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (hereinafter referred to as "Lessee"), with reference to the following:

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**LESSEE:**

**CONSOLIDATED RAIL CORPORATION**

By:

Name: Thomas J. McGraw

Title: Director-Finance

**LESSOR:**

**METLIFE CAPITAL, LIMITED PARTNERSHIP**

BY: MetLife Capital Corporation,  
its general partner

By:

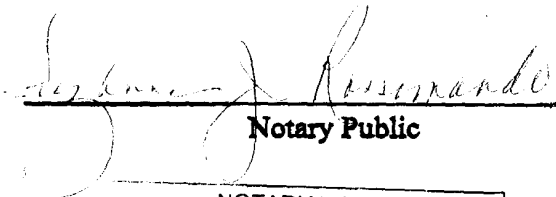
*David Sislowski*

Name: DAVID SISLOWSKI

Title: VP/Mgr., Large Ticket Operations

COMMONWEALTH OF PENNSYLVANIA )  
 ) ss.  
COUNTY OF PHILADELPHIA )

On this 13<sup>th</sup> day of November, 1995, before me personally appeared Thomas J. McGraw, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

  
\_\_\_\_\_  
Notary Public

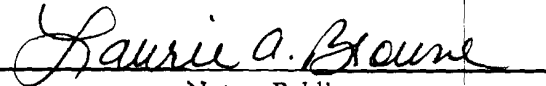
NOTARIAL SEAL  
Suzanne J. Rossomando, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires June 28, 1999

STATE OF WASHINGTON )

) ss.

COUNTY OF KING

On this 13<sup>th</sup> day of November, 1995, before me personally appeared David Sislowski, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



Notary Public

Expires 7/15/99